

**United States Bankruptcy Court**  
**Northern District of New York**

**Voluntary Petition**

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|--|--|
| Name of Debtor (if individual, enter Last, First, Middle):<br><b>Upstate N.Y. Pool Distribution &amp; Warehousing, Inc.</b>  | Name of Joint Debtor (Spouse) (Last, First, Middle):   |
| All Other Names used by the Debtor in the last 8 years<br>(include married, maiden, and trade names):<br><b>AKA Upstate N.Y. Pool Distribution &amp; Warehouse, Inc.</b> | All Other Names used by the Joint Debtor in the last 8 years<br>(include married, maiden, and trade names):        |
| Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN<br>(if more than one, state all)<br><b>16-1071834</b>                                  | Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN<br>(if more than one, state all) |
| Street Address of Debtor (No. and Street, City, and State):<br><b>4490 Steelway Boulevard South</b><br><b>Liverpool, NY</b><br>ZIP Code<br><b>13088</b>                  | Street Address of Joint Debtor (No. and Street, City, and State):<br>ZIP Code<br>_____                             |
| County of Residence or of the Principal Place of Business:<br><b>Onondaga</b>  | County of Residence or of the Principal Place of Business:   |
| Mailing Address of Debtor (if different from street address):<br><b>P. O. Box 100</b><br><b>Liverpool, NY</b><br>ZIP Code<br><b>13088</b>                                | Mailing Address of Joint Debtor (if different from street address):<br>ZIP Code<br>_____                           |
| Location of Principal Assets of Business Debtor<br>(if different from street address above):<br>_____  | _____  |

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| <p><b>Type of Debtor</b><br/>(Form of Organization)<br/>(Check one box)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors)<br/><i>See Exhibit D on page 2 of this form.</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p> | <p><b>Nature of Business</b><br/>(Check one box)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input checked="" type="checkbox"/> Other</p> <p><b>Tax-Exempt Entity</b><br/>(Check box, if applicable)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p> | <p><b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)</p> <p><input type="checkbox"/> Chapter 7</p> <p><input type="checkbox"/> Chapter 9</p> <p><input checked="" type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <p><b>Nature of Debts</b><br/>(Check one box)</p> <p><input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p> |
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| <p><b>Filing Fee</b> (Check one box)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached</p> <p><input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.</p> <p><input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.</p> | <p>Check one box:</p> <p><input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>).</p> <p>Check all applicable boxes:</p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).</p> |
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|   |                          |                          |                          |                             |                              |                               |                                |                              |                          |                          |                                     |                          |                          |                          |                          |                          |                          |                          |                          |                          |                          |                 |                       |                        |                          |                             |                              |                               |                                |                              |                       |  |  |
|---|--------------------------|--------------------------|--------------------------|-----------------------------|------------------------------|-------------------------------|--------------------------------|------------------------------|--------------------------|--------------------------|-------------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|-----------------|-----------------------|------------------------|--------------------------|-----------------------------|------------------------------|-------------------------------|--------------------------------|------------------------------|-----------------------|--|--|
| <p><b>Statistical/Administrative Information</b></p> <p><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</p>   |                          |                          |                          |                             |                              |                               |                                |                              |                          |                          | THIS SPACE IS FOR COURT USE ONLY    |                          |                          |                          |                          |                          |                          |                          |                          |                          |                          |                 |                       |                        |                          |                             |                              |                               |                                |                              |                       |  |  |
| <p><b>Estimated Number of Creditors</b></p> <table style="margin-left: auto; margin-right: auto;"> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>OVER 100,000</td> <td></td> </tr> </table>  |                          |                          |                          |                             |                              |                               |                                |                              |                          |                          | <input checked="" type="checkbox"/> | <input type="checkbox"/> | 1-49            | 50-99                 | 100-199                | 200-999                  | 1,000-5,000                 | 5,001-10,000                 | 10,001-25,000                 | 25,001-50,000                  | 50,001-100,000               | OVER 100,000          |  |  |
| <input checked="" type="checkbox"/>   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/>    | <input type="checkbox"/>     | <input type="checkbox"/>      | <input type="checkbox"/>       | <input type="checkbox"/>     | <input type="checkbox"/> | <input type="checkbox"/> |                                     |                          |                          |                          |                          |                          |                          |                          |                          |                          |                          |                 |                       |                        |                          |                             |                              |                               |                                |                              |                       |  |  |
| 1-49  | 50-99                    | 100-199                  | 200-999                  | 1,000-5,000                 | 5,001-10,000                 | 10,001-25,000                 | 25,001-50,000                  | 50,001-100,000               | OVER 100,000             |                          |                                     |                          |                          |                          |                          |                          |                          |                          |                          |                          |                          |                 |                       |                        |                          |                             |                              |                               |                                |                              |                       |  |  |
| <p><b>Estimated Assets</b></p> <table style="margin-left: auto; margin-right: auto;"> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> <td></td> </tr> </table>      |                          |                          |                          |                             |                              |                               |                                |                              |                          |                          | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 to \$50,000 | \$50,001 to \$100,000 | \$100,001 to \$500,000 | \$500,001 to \$1 million | \$1,000,001 to \$10 million | \$10,000,001 to \$50 million | \$50,000,001 to \$100 million | \$100,000,001 to \$500 million | \$500,000,001 to \$1 billion | More than \$1 billion |  |  |
| <input checked="" type="checkbox"/>   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/>    | <input type="checkbox"/>     | <input type="checkbox"/>      | <input type="checkbox"/>       | <input type="checkbox"/>     | <input type="checkbox"/> | <input type="checkbox"/> |                                     |                          |                          |                          |                          |                          |                          |                          |                          |                          |                          |                 |                       |                        |                          |                             |                              |                               |                                |                              |                       |  |  |
| \$0 to \$50,000   | \$50,001 to \$100,000    | \$100,001 to \$500,000   | \$500,001 to \$1 million | \$1,000,001 to \$10 million | \$10,000,001 to \$50 million | \$50,000,001 to \$100 million | \$100,000,001 to \$500 million | \$500,000,001 to \$1 billion | More than \$1 billion    |                          |                                     |                          |                          |                          |                          |                          |                          |                          |                          |                          |                          |                 |                       |                        |                          |                             |                              |                               |                                |                              |                       |  |  |
| <p><b>Estimated Liabilities</b></p> <table style="margin-left: auto; margin-right: auto;"> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> <td></td> </tr> </table> |                          |                          |                          |                             |                              |                               |                                |                              |                          |                          | <input checked="" type="checkbox"/> | <input type="checkbox"/> | \$0 to \$50,000 | \$50,001 to \$100,000 | \$100,001 to \$500,000 | \$500,001 to \$1 million | \$1,000,001 to \$10 million | \$10,000,001 to \$50 million | \$50,000,001 to \$100 million | \$100,000,001 to \$500 million | \$500,000,001 to \$1 billion | More than \$1 billion |  |  |
| <input checked="" type="checkbox"/>   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/>    | <input type="checkbox"/>     | <input type="checkbox"/>      | <input type="checkbox"/>       | <input type="checkbox"/>     | <input type="checkbox"/> | <input type="checkbox"/> |                                     |                          |                          |                          |                          |                          |                          |                          |                          |                          |                          |                 |                       |                        |                          |                             |                              |                               |                                |                              |                       |  |  |
| \$0 to \$50,000   | \$50,001 to \$100,000    | \$100,001 to \$500,000   | \$500,001 to \$1 million | \$1,000,001 to \$10 million | \$10,000,001 to \$50 million | \$50,000,001 to \$100 million | \$100,000,001 to \$500 million | \$500,000,001 to \$1 billion | More than \$1 billion    |                          |                                     |                          |                          |                          |                          |                          |                          |                          |                          |                          |                          |                 |                       |                        |                          |                             |                              |                               |                                |                              |                       |  |  |

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|---|---------------|--|--|
| <b>Voluntary Petition</b><br><i>(This page must be completed and filed in every case)</i>   |               | Name of Debtor(s):<br><b>Upstate N.Y. Pool Distribution &amp; Warehousing, Inc.</b>  |  |
| <b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet)   |               |  |  |
| Location<br>Where Filed: <b>- None -</b>  | Case Number:  | Date Filed:  |  |
| Location<br>Where Filed:  | Case Number:  | Date Filed:  |  |
| <b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet)  |               |  |  |
| Name of Debtor:<br><b>- None -</b>  | Case Number:  | Date Filed:  |  |
| District:   | Relationship: | Judge:   |  |
| <b>Exhibit A</b>  |               | <b>Exhibit B</b>   |  |
| (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  |               | (To be completed if debtor is an individual whose debts are primarily consumer debts.)<br>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b). |  |
| <input type="checkbox"/> Exhibit A is attached and made a part of this petition.  |               | <b>X</b> _____<br>Signature of Attorney for Debtor(s) (Date)   |  |
| <b>Exhibit C</b>  |               |  |  |
| Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?  |               |  |  |
| <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.<br><input checked="" type="checkbox"/> No.  |               |  |  |
| <b>Exhibit D</b>  |               |  |  |
| (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)  |               |  |  |
| <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.   |               |  |  |
| If this is a joint petition:  |               |  |  |
| <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.  |               |  |  |
| <b>Information Regarding the Debtor - Venue</b>   |               |  |  |
| (Check any applicable box)  |               |  |  |
| <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.<br><input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.<br><input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District. |               |  |  |
| <b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b>  |               |  |  |
| (Check all applicable boxes)  |               |  |  |
| <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)   |               |  |  |
| <hr/> (Name of landlord that obtained judgment)   |               |  |  |
| <hr/> (Address of landlord)   |               |  |  |
| <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and<br><input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.<br><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).  |               |  |  |

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| <b>Voluntary Petition</b><br><i>(This page must be completed and filed in every case)</i>   |  | Name of Debtor(s):<br><b>Upstate N.Y. Pool Distribution &amp; Warehousing, Inc.</b> |
| <b>Signatures</b>   |  |   |
| <p><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.<br/>   [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.<br/>   [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p>  |  |   |
| <p><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.<br/>   (Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p>  |  |   |
| <p><b>X</b></p> <p>Signature of Debtor</p>  | <p><b>X</b></p> <p>Signature of Foreign Representative</p> |   |
| <p><b>X</b></p> <p>Signature of Joint Debtor</p>  | <p>Printed Name of Foreign Representative</p>              |   |
| <p>Telephone Number (If not represented by attorney)</p>  | <p>Date</p>  |   |
| <p><b>Signature of Attorney*</b></p> <p><b>X /s/ Michael J. Balanoff</b></p> <p>Signature of Attorney for Debtor(s)</p> <p><b>Michael J. Balanoff 101074</b></p> <p>Printed Name of Attorney for Debtor(s)</p> <p><b>Green &amp; Seifter, Attorneys, PLLC</b></p> <p>Firm Name</p> <p><b>One Lincoln Center, Suite 900<br/>110 West Fayette Street<br/>Syracuse, NY 13202</b></p> <p>Address</p> <p>Email: <b>mbalanoff@gslaw.com</b><br/><b>315-422-1391 Fax: 315-422-1382</b></p> <p>Telephone Number</p> <p><b>May 18, 2010</b></p> <p>Date</p> <p>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</p>   |  |   |
| <p><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p><b>X /s/ Kenneth V. Coon, Jr.</b></p> <p>Signature of Authorized Individual</p> <p><b>Kenneth V. Coon, Jr.</b></p> <p>Printed Name of Authorized Individual</p> <p><b>President</b></p> <p>Title of Authorized Individual</p> <p><b>May 18, 2010</b></p> <p>Date</p>  |  |   |
| <p>Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)</p> <p>Address</p> <p><b>X</b></p> <p>Date</p> <p>Signature of Bankruptcy Petition Preparer or officer, principal, responsible person,or partner whose Social Security number is provided above.</p> <p>Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.</i></p> |  |   |

**United States Bankruptcy Court**  
**Northern District of New York**

In re Upstate N.Y. Pool Distribution & Warehousing, Inc.

Debtor(s)

Case No.

Chapter

11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

| (1)<br><i>Name of creditor and complete mailing address including zip code</i>            | (2)<br><i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | (3)<br><i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | (4)<br><i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i> | (5)<br><i>Amount of claim [if secured, also state value of security]</i> |
|---|---|--|---|--|
| C&B Farm and Garden<br>5680 Route 104 East<br>Oswego, NY 13126                            | C&B Farm and Garden<br>5680 Route 104 East<br>Oswego, NY 13126  |  |   | 66.00  |
| DC Bookkeeping Service<br>5 Butterfield Drive<br>Kirkville, NY 13082                      | DC Bookkeeping Service<br>5 Butterfield Drive<br>Kirkville, NY 13082  |  |   | 100.00   |
| First Niagara Bank<br>726 Exchange Street<br>Buffalo, NY 14210                            | First Niagara Bank<br>726 Exchange Street<br>Buffalo, NY 14210  |  | Contingent<br>Unliquidated<br>Disputed  | Unknown  |
| Gannon Pest Control, Inc.<br>833 W. Genesee Street<br>Syracuse, NY 13204                  | Gannon Pest Control, Inc.<br>833 W. Genesee Street<br>Syracuse, NY 13204  |  |   | 170.00   |
| Ironwood, LLC<br>4851 Keller Springs Road<br>Suite 222<br>Addison, TX 75001               | Ironwood, LLC<br>4851 Keller Springs Road<br>Suite 222<br>Addison, TX 75001   |  |   | 4,756.02   |
| M. Walker Sprinkler<br>118 Maywood Drive<br>Syracuse, NY 13205                            | M. Walker Sprinkler<br>118 Maywood Drive<br>Syracuse, NY 13205  |  |   | 757.00   |
| National Grid<br>Attn: Bankruptcy Dept.<br>300 Erie Blvd. West<br>Syracuse, NY 13202-4250 | National Grid<br>Attn: Bankruptcy Dept.<br>300 Erie Blvd. West<br>Syracuse, NY 13202-4250   |  |   | 387.94   |
| ServPro<br>6700 Thompson Road<br>Syracuse, NY 13211                                       | ServPro<br>6700 Thompson Road<br>Syracuse, NY 13211   |  |   | 153.00   |
| Steelway Realty Corp.<br>4851 Keller Srpings Road<br>Suite 222<br>Addison, TX 75001       | Steelway Realty Corp.<br>4851 Keller Srpings Road<br>Suite 222<br>Addison, TX 75001   |  |   | 3,639.55   |
| Waste Management<br>4521 Steelway Blvd., North<br>Liverpool, NY 13088                     | Waste Management<br>4521 Steelway Blvd., North<br>Liverpool, NY 13088   |  |   | 133.17   |
|   |   |  |   |  |

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date May 18, 2010

Signature /s/ Kenneth V. Coon, Jr.  
**Kenneth V. Coon, Jr.**  
**President**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF NEW YORK**

In re Upstate N.Y. Pool Distribution & Warehousing, Inc.,  
AKA Upstate N.Y. Pool Distribution & Warehouse, Inc.

Debtor

Case No.

Chapter **11**

Social Security No(s). and all Employer's Tax Identification No(s). *[if any]*  
**16-1071834**

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**CERTIFICATION OF MAILING MATRIX**

I,(we), Michael J. Balanoff, the attorney for the debtor/petitioner (or, if appropriate, the debtor(s) or petitioner(s)) hereby certify under the penalties of perjury that the above/attached mailing matrix has been compared to and contains the names, addresses and zip codes of all persons and entities, as they appear on the schedules of liabilities/list of creditors/list of equity security holders, or any amendment thereto filed herewith.

Dated: May 18, 2010

/s/ Michael J. Balanoff

Michael J. Balanoff

Attorney for Debtor/Petitioner  
(Debtor(s)/Petitioner(s))

A.F.D. Inc.  
300 Factory Ave.  
Syracuse, NY 13208

C&B Farm and Garden  
5680 Route 104 East  
Oswego, NY 13126

DC Bookkeeping Service  
5 Butterfield Drive  
Kirkville, NY 13082

First Niagara Bank  
726 Exchange Street  
Buffalo, NY 14210

Gannon Pest Control, Inc.  
833 W. Genesee Street  
Syracuse, NY 13204

Ironwood, LLC  
4851 Keller Springs Road  
Suite 222  
Addison, TX 75001

Kenneth Coon, Jr.  
11078 Bonita Bridge Road  
Cato, NY 13033

M. Walker Sprinkler  
118 Maywood Drive  
Syracuse, NY 13205

National Grid  
Attn: Bankruptcy Dept.  
300 Erie Blvd. West  
Syracuse, NY 13202-4250

ServPro  
6700 Thompson Road  
Syracuse, NY 13211

Solvay Bank  
1537 Milton Ave.  
Solvay, NY 13209

Steelway Realty Corp.  
4851 Keller Springs Road  
Suite 222  
Addison, TX 75001

Waste Management  
4521 Steelway Blvd., North  
Liverpool, NY 13088